1123899

ORIGINAL UNIF

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

POTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	6
030107	717 5
	ge ourden
hours per respe	onse 1
SEC US	E ONLY
Prefix	Serial
DATE R	ECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of promissory notes and warrants	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) firstRain, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 134 West 29th Street, 2nd Floor, New York, New York 10001	Telephone Number (Including Area Code) (212) 616-8703
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Internet infrastructure	PHOCESSEI
Type of Business Organization Corporation Ilimited partnership, already formed business trust limited partnership, to be formed other	(please specify): THOMSON
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated ate:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CR

				-	· · · · · · · · · · · · · · · · · · ·	A	BASIC IDI	ENTI	FICATION DATA			 · · · · · · · · · · · · · · · · · · ·
2.	Ente	Each pr Each be Each ex	romoter of the eneficial ow secutive offi	ne issue ner hav cer and	ring the power t	wing: has been to vote of porate is	organized within the or dispose, or direct the ssuers and of corporat	e vote				securities of the issuer; nd
Chec	k Bo	ox(es) th	at Apply:		Promoter	\boxtimes	Beneficial Owner	\boxtimes	Executive Officer	\boxtimes	Director	General and/or Managing Partner
Full	Nam	ne (Last 1	name first,	if indiv	ridual)							
Rew	ari,	Gaurav										
Busi	ness	or Resid	lence Addre	ess (Nu	imber and Stre	et, City	, State, Zip Code)					
134	West	t 29th S	treet, 2nd l	Floor,	New York, No	ew Yor	k 10001					
Chec	k Bo	ox(es) th	at Apply:	\boxtimes	Promoter		Beneficial Owner		Executive Officer	\boxtimes	Director	General and/or Managing Partner
Full	Nam	ne (Last i	name first,	if indiv	ridual)							
Sing	h, Ja	aswinde	r Pal									
Busi	ness	or Resid	lence Addre	ess (Nu	imber and Stre	et, City	, State, Zip Code)					
134	Wes	t 29th S	treet, 2nd l	Floor,	New York, No	ew Yor	k 10001					
Chec	k Bo	ox(es) th	at Apply:	⊠	Promoter		Beneficial Owner	 	Executive Officer		Director	General and/or Managing Partner
Full	Nam	ne (Last i	name first,	if indiv	ridual)							
			h Yuantao									
						eet, City	, State, Zip Code)					
55 S	tanv	vorth La	ine, Prince	ton, N	J 08540							
Chec	k Bo	ox(es) th	at Apply:	\bowtie	Promoter	Ц	Beneficial Owner		Executive Officer	Ш	Director	General and/or Managing Partner
Full	Nam	ne (Last i	name first,	if indiv	ridual)							
Farc	oqi,	Navaid	Ejaz				- 44,		-			
Busi	ness	or Resid	dence Addr	ess (Nı	imber and Stre	eet, City	, State, Zip Code)					
134	Wes	t 29th S	treet, 2nd	Floor,	New York, N	ew Yor	k 10001		· · · · · · · · · · · · · · · · · · ·			
				_								
Chec	k B	ox(es) th	at Apply:	\boxtimes	Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full	Nam	ne (Last 1	name first,	if indiv	ridual)							
Jian	g, D	onming										
				•		eet, City	, State, Zip Code)					
2-05	Qua	ail Ridge	e Drive, Pl	ainsbo	ro, NJ 08536	-						
Chec	k Be	ox(es) th	at Apply:		Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
Full Yu,		-	name first,	if indiv	ridual)							
			dence Addr	ess (Nu	umber and Stre	eet, City	, State, Zip Code)					
			Lane, Princ	•		, ,	, , . , . ,					
Chec	k B	ox(es) th	at Apply:	\boxtimes	Promoter		Beneficial Owner		Executive Officer		Director	General and/or Managing Partner
		-	name first,	if indiv	ridual)				-			<u> </u>
		o, Abnin		ong (N)	umhar and Ca	ant Cit	State 7:- Code					
				•	New York, N		, State, Zip Code)					
134	1168	1. 47 III S	ir eet, ziid .	. 1001,				ditiona	al copies of this sheet	. as n	ecessarv)	

	· · · · · · · · · · · · · · · · · · ·	A. BASIC IDENTI	FICATION DATA, conti	nued	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if Khanna, Raman	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
c/o Diamondhead Manageme	ent LLC, 2460 San	d Hill Road, Suite 301, Me	enlo Park, CA 94025		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer		General and/or Managing Partner
Full Name (Last name first, if Walske, Jennifer	individual)				
Business or Residence Addres	s (Number and Stree	et. City. State. Zip Code)	_		
P.O. Box 67199, Chestnut Hi	•	., c.,, c, z.p ccco,			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Smith, Richard	individual)				
Business or Residence Addres 19 Wertsville Road, Hillbord	`	et, City, State, Zip Code)			age (1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if Walske, Steven	individual)				
Business or Residence Address 164 Chestnut Hill, Chestnut	·	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer		General and/or Managing Partner
Full Name (Last name first, if Spence, Michael	individual)				
Business or Residence Addres 1768 Mayfield Avenue, Stanfo	,	et, City, State, Zip Code)	7 110		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Allegra Capital Partners IV,	, L.P.				
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
515 Madison Avenue, 29th F	loor, New York, N	Y 10022			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
St. Paul Venture Capital VI,	LLC			1 7 7 7 1 5 1 5 1 5 1 5 1 5 1 5 1 5 1 5	
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
10400 Viking Drive, Suite 55					
	(Use blan	k sheet, or copy and use add	ditional copies of this sheet	i, as necessary)	

		A. BASIC IDENTI	FICATION DATA, conti	nued	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Diamondhead Ventures, L.	Р.				· =
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
2460 Sand Hill Road, Suite	301, Menlo Park, C	A 94025			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Krishnamurthy, Arvind					
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
365 Mather Street, #206, H	amden, CT 06514				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)	and an analysis of the second		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Full Name (Last name first, i					Managing Partner
Tun Name (Last name mst, 1	i marviduar)				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)	, , ,		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)	·	er en	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				1
Business or Residence Addre	ess (Number and Stree	et, City, State, Zip Code)			
	(Use blan	k sheet, or copy and use add	ditional copies of this sheet	t, as necessary)	

				В.	11.11 010		ABOUT OF	LEMING				
Has the	issuer sold,	or does the is	ssuer intend t	o sell, to nor	n-accredited i	nvestors in t	his offering?		••••••		Yes □	No ⊠
	,						_	ınder ULOE.				_
What is	the minimu	m investmen	t that will be	accepted fro	m any indivi	dual?					\$	0
Does th	e offering pe	ermit joint ov	vnership of a	single unit?							Yes ⊠	No
Enter th	ne informatio	n requested f	or each perso	n who has be	en or will be	paid or giver	ı, directly or i	indirectly, any	commissio	n or similar	_	
person than fiv	or agent of a re (5) persons	broker or dea	ler registered	with the SE	C and/or with	h a state or st	ates, list the r	f a person to be name of the burth the inforn	oker or deal	er. If more		
dealer o		st, if individu	ıal)	···				· · · · · ·				
I/A		,	,									
usiness or F	Residence Ac	ldress (Numl	per and Street	t, City, State	, Zip Code)							
ame of Ass	ociated Brok	er or Dealer									·	
			icited or Inte									
(Check "A	All States" or	check indivi	duals States)	•••••			•••••••		*************	***************************************	☐ A1	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
		[SD]		[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ıll Name (I	ast name fir	st, if individu	ual)			[VT] 	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ıll Name (I	ast name fir	st, if individu				[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ull Name (I	ast name fir	st, if individu	ual)			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Ill Name (I/A usiness or I	ast name fir	st, if individu	ual)	t, City, State	, Zip Code)		[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ull Name (I I/A usiness or I ame of Ass	ast name fir Residence Accordated Brok	st, if individuddress (Numler or Dealer	per and Stree	t, City, State	, Zip Code)			[WA]				[PR]
all Name (I /A usiness or I ame of Ass ates in Wh	ast name fir Residence Accordated Brok	st, if individuddress (Numler or Dealer	per and Stree	t, City, State	, Zip Code)							
all Name (I	Last name fir Residence Ad sociated Brok ich Person L All States" or [AK]	st, if individual ddress (Number or Dealer isted Has So check indivi	per and Stree dicited or Inte	ends to Solic	, Zip Code) it Purchasers [CO]	[CT]		[DC]			A	II States
all Name (I/A usiness or I ame of Ass ates in Wh (Check "A [AL] [IL]	Cast name fire Residence Advanced Brokenich Person Least States" or [AK]	st, if individudress (Number or Dealer isted Has So check indivi	per and Stree	t, City, State	, Zip Code)	[CT]	[DE]		[FL]	[GA]	☐ A [HI] [MS]	II States [ID] [MO]
all Name (I	Last name fir Residence Ad sociated Brok ich Person L All States" or [AK]	st, if individual ddress (Number or Dealer isted Has So check indivi	per and Stree dicited or Inte duals States) [AR] [KS]	ends to Solic	, Zip Code) it Purchasers [CO] [LA]	[CT]	[DE]	[DC]	[FL]	[GA] [MN]	☐ A'	Il States
ull Name (IN/A) usiness or Infrared factor in Whom (Check "A [AL] [IL] [MT] [RI]	Cast name fire Residence Advanced Brokenich Person Length States or [AK] [IN] [NE] [SC]	st, if individual ddress (Number or Dealer isted Has So check indiving [AZ] [IA] [NV] [SD]	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN]	ends to Solic [CA] [KY] [NJ]	, Zip Code) it Purchasers [CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
ull Name (IN/A) usiness or Infrared factor in Whom (Check "A [AL] [IL] [MT] [RI]	Cast name fire Residence Advanced Brokenich Person Length States or [AK] [IN] [NE] [SC]	st, if individual ddress (Number or Dealer isted Has So check indiving [AZ] [IA] [NV]	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN]	ends to Solic [CA] [KY] [NJ]	, Zip Code) it Purchasers [CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
ull Name (IN/A) usiness or Infrared of Assetates in Wh (Check "A] [IL] [MT] [RI] util Name (IN/A)	Last name fir Residence Advanced Broke sociated Broke ich Person L All States" or [AK] [IN] [NE] [SC] Last name fir	st, if individual ddress (Number or Dealer isted Has So check individual [IA] [NV] [SD] st, if individual	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN]	t, City, State	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
ull Name (I I/A usiness or I ame of Ass lates in Wh (Check "A [IL] [IL] [MT] [RI] ull Name (I I/A usiness or I	Cast name fire Residence Advanced Broke ich Person Levil States" or [AK] [IN] [NE] [SC] Cast name fire Residence Advanced Advance Adv	st, if individual ddress (Number or Dealer isted Has So check individual [IA] [NV] [SD] st, if individual	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN]	t, City, State	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
all Name (I /A usiness or I ame of Ass ates in Wh (Check "A [AL] [IL] [MT] [RI] ull Name (I //A usiness or I	Cast name fire Residence Advanced Brokenich Person Land States" or [AK] [IN] [NE] [SC] Cast name fire Residence Advanced Brokenich Residence Advanced Brokenich Residence Brokenich Residence Advanced Brokenich Residence Brokenich Re	st, if individual didress (Number or Dealer isted Has So check individual [IA] [NV] [SD] st, if individual didress (Number or Dealer isted Has So check individual ster or Dealer is ster or Dea	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN] all) per and Stree	t, City, State ends to Solic [CA] [KY] [NJ] [TX]	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
all Name (I /A usiness or I ame of Ass ates in Wh (Check "A [AL] [IL] [MT] [RI] all Name (I /A usiness or I	Cast name fir Residence Advanced Broke sich Person L All States" or [AK] [IN] [NE] [SC] Cast name fir Residence Advanced Broke sociated Broke sich Person L	st, if individual diress (Number or Dealer isted Has So check individual [AZ] [IA] [NV] [SD] st, if individual diress (Number or Dealer isted Has So	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN]	t, City, State ands to Solic [CA] [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR] [WY]	II States [ID] [MO] [PA] [PR]
all Name (I /A usiness or I ame of Ass ates in Wh (Check "A [AL] [IL] [MT] [RI] all Name (I /A usiness or I ame of Ass ates in Wh (Check "A	Last name fir Residence Advanced Brokenich Person L [AK] [IN] [NE] [SC] Last name fir Residence Advanced Brokenich Person L [AK] Sociated Brokenich Person L [AK] [SK] Sociated Brokenich Person L [AK] States" or	st, if individual ddress (Number or Dealer isted Has So check individual [NV] [SD] st, if individual ddress (Number or Dealer isted Has So check individual ddress (Number or De	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN] per and Stree dicited or Inte duals States)	t, City, State ands to Solic [CA] [KY] [NJ] [TX] t, City, State	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	II States [ID] [MO] [PA] [PR]
all Name (I /A usiness or I ame of Ass ates in Wh (Check "A [AL] [IL] [MT] [RI] all Name (I /A usiness or I	Cast name fir Residence Advanced Broke Sociated Broke All States" or [AK] [IN] [NE] [SC] Cast name fir Residence Advanced Broke Sociated Broke LAII States" or [AK]	st, if individual diress (Number or Dealer isted Has So check individual [AZ] [IA] [NV] [SD] st, if individual diress (Number or Dealer isted Has So check individual [AZ]	licited or Interduals States) [AR] [KS] [NH] [TN] per and Stree licited or Interduals States)	t, City, State ands to Solic [CA] [KY] [NJ] [TX] t, City, State ands to Solic [CA]	it Purchasers [CO] [LA] [NM] [UT] , Zip Code) it Purchasers	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [WA]	[FL] [MI] [OH]	[GA] [MN] [OK] [WI]	A [HI] [MS] [OR] [WY] A [HI]	II States [ID] [MO] [PA] [PR]
all Name (I I/A usiness or I ame of Ass ates in Wh (Check "A [IL] [MT] [RI] usiness or I I/A usiness or I (Check "A [AL] [IL] [AL] [AL]	Last name fir Residence Advanced Brokenich Person L [AK] [IN] [NE] [SC] Last name fir Residence Advanced Brokenich Person L [AK] Sociated Brokenich Person L [AK] [SK] Sociated Brokenich Person L [AK] States" or	st, if individual ddress (Number or Dealer isted Has So check individual [NV] [SD] st, if individual ddress (Number or Dealer isted Has So check individual ddress (Number or De	per and Stree dicited or Inte duals States) [AR] [KS] [NH] [TN] per and Stree dicited or Inte duals States)	t, City, State ands to Solic [CA] [KY] [NJ] [TX] t, City, State	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	II States [ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF I	PROCEEDS		<u>-</u>
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$ and indicate in the columns below the execution of the countries of the				
	indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	,	Aggregate	Amo	unt Already
	Type of Security		fering Price	711110	Sold
	Debt	\$	0	\$	0
	Equity	\$	0	\$	00
	Common Preferred				
	Convertible Securities (including warrants)	\$	1,550,000.00	\$	1,550,000.00 ¹
	Partnership Interests	\$	0	\$	00
	Other (Specify)	\$	0	\$	00
	Total	\$	1,550,000.00	\$	1,550,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors	Dol	aggregate lar Amount Purchase
	Accredited investors		6	\$ <u>1</u>	,550,000.00
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.				
	Type of Offering		Type of Security	Dol	lar Amount Sold
	Rule 505		Security	\$	
	Regulation A			\$	
	Rule 504			•	
	Total			• <u> </u>	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			\$	
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees		\boxtimes	\$	20,000.00
	Accounting Fees			\$	-
	Engineering Fees			\$_	
	Sales Commissions (specify finders' fees separately)				
	Other Expenses (identify)			\$	
	Total		\boxtimes	\$ \$	20,000.00
	<u> </u>				

Does not include an undetermined amount which will be paid only upon exercise of warrants for Common Stock of the company.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors & Affiliates Payments To Others Salaries and fees	C. OFFER	ING PRICE, NUMBER OF INVESTORS, EXPENSES ANI	O USE OF PROCEEDS	
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above. Payments to Officers, Directors & Affiliates	total expenses furnished in response to	Part C - Question 4.a. This difference is the "adjusted gross		\$ <u>1,530,000</u> .00
Salaries and fees	the purposes shown. If the amount for a left of the estimate. The total of the pay	ny purpose is not known, furnish an estimate and check the box to ments listed must equal the adjusted gross proceeds to the issue	the .	
Purchase of real estate			Officers, Directors &	Payments To Others
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees		🔲 \$	□ \$
Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Purchase of real estate		🔲 \$	S
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Purchase, rental or leasing and installat	ion of machinery and equipment	🗆 \$	\$
used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constituted investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Signature Date February 28, 2003	Construction or leasing of plant building	gs and facilities	🗆 \$	S
Working capital S S 1,530. Other (specify): S S S 1,530. Column Totals S S 1,530. Total Payments Listed (column totals added) S S 1,530.000.00 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitute undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Signature February 28, 2003	Acquisition of other businesses (includ used in exchange for the assets or secur	ing the value of securities involved in this offering that may be rities of another issuer pursuant to a merger)	🗆 \$	□ s
Other (specify):	Repayment of indebtedness		🗆 \$	S
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitution undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) FirstRain, Inc. Date February 28, 2003	Working capital	85	🗆 s	⊠ \$ <u>1,530,00</u> 0.0
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitution undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date February 28, 2003	Other (specify):		🗆 \$	<u> </u>
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitution undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date February 28, 2003	Column Totals		🗆 \$	⊠ \$ <u>1,530,000</u> .0
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitution undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date February 28, 2003				
undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) FirstRain, Inc. Date February 28, 2003		D. FEDERAL SIGNATURE		
firstRain, Inc. February 28, 2003	undertaking by the issuer to furnish the U.S. Se	curities and Exchange Commission, upon written request of its staff		
	* **			
Title of Signer (Title of Type)			February <u>28</u> , 2003	
Gaurav Rewari President and Secretary	· · · · · · · · · · · · · · · · · · ·			